

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York, 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER TO WITHDRAW WITHOUT PREJUDICE
OF PROOF OF CLAIM NO. 2534
(AMERICAN CASUALTY COMPANY OF READING, PA)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and American Casualty Company of Reading, PA ("American Casualty") respectfully submit this Joint Stipulation And Agreed Order To Withdraw Without Prejudice Of Proof Of Claim No. 2534 (American Casualty Company Of Reading, PA) and agree and state as follows:

WHEREAS, Delphi retained American Casualty as its surety for its duty obligations to the United States Customs and Border Protection within the Department of Homeland Security ("Customs").

WHEREAS, American Casualty asserts that it issued three bonds to Delphi: (1) bond no. 38910234, with an effective date of December 29, 1998 ("Bond No. 1"), (2) bond no. 389819223, with an effective date of December 29, 1998 ("Bond No. 2"), and (3) bond no. 39810116, with an effective date of December 8, 1998 ("Bond No. 3") (collectively the "Bonds").

WHEREAS, the Bonds each consisted of four consecutive bond periods (the "Bond Periods"), which expired at the latest on December 8, 2002.¹

WHEREAS, American Casualty was potentially liable as a surety to make payment for duty entries filed by Delphi during each of these bond periods.

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the

¹ The four consecutive bond periods for Bond No. 1 were December 9, 1998-December 8, 1999, December 9, 1999- December 8, 2000, December 9, 2000 – December 8, 2001, and December 9, 2001- December 8, 2002. The four consecutive bond periods for Bond No. 2 were December 9, 1998- December 8, 1999, December 9, 1999- December 8, 2000, December 9, 2000- December 8, 2001, and December 9, 2001- December 8, 2002. The four consecutive bond periods for Bond No. 3 were December 8, 1998- December 7, 1999, December 8, 1999-December 7, 2000, December 8, 2000-December 7, 2001, and December 8, 2001- August 30, 2002

United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on April 3, 2006 American Casualty filed proof of claim number 2534 ("Proof of Claim No. 2534"). Proof of Claim No. 2534 asserts a priority contingent claim in the amount of \$44,080,000.00 against Delphi.

WHEREAS, Proof of Claim No. 2534 arises out of the Bonds and is protective in nature.

WHEREAS, on May 22, 2007, the Debtors objected to Proof of Claim No. 2534 pursuant to the Debtors' Fifteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims And Untimely Tax Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 7999).

WHEREAS, on June 8, 2007, American Casualty filed its Response To Debtors' Objection To Proofs of Claim Filed By American Casualty Company Of Reading, PA (Docket No. 8206) (the "Response").

WHEREAS, the Debtors are current on all obligations to Customs.

WHEREAS, the Debtors and American Casualty acknowledge and agree that in the event that American Casualty makes a payment to Customs on behalf of the Debtors pursuant to American Casualty's obligations under the Bonds, American Casualty has the right to file for an assignment of any proof of claim filed by Customs that is subject to the Bond Periods, pursuant to 19 CFR § 141.1(c).

THEREFORE, the Debtors and American Casualty stipulate and agree and the Court orders as follows:

1. The Proof of Claim is hereby deemed withdrawn by American Casualty without prejudice.

2. In the event that American Casualty makes a payment to Customs on behalf of the Debtors pursuant to American Casualty's obligations under the Bonds, American Casualty shall have the right to file for an assignment of any proof of claim filed by Customs that is subject to the bond periods pursuant to 19 CFR § 141.1(c).

3. American Casualty shall withdraw its Response to the Fifteenth Omnibus Claims Objection.

So Ordered in New York, New York, this 7th day of September, 2007

/s/ Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606-1285
(312) 407-0700

/s/ Michael P. O'Connor, Esq.
Michael P. O'Connor, Esq.
LAW OFFICES OF MICHAEL P. O'CONNOR
10 Esquire Road, Suite 14
New City, New York 10956
Tel.: (845) 638-1956

Attorneys for American Casualty Company of
Reading, PA

- and -

Kayalyn A. Marafioti
Thomas J. Matz
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

